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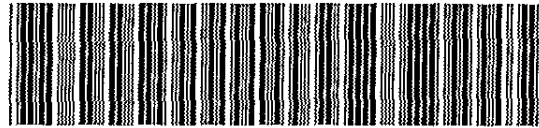
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**Articles of Incorporation
of
Breeze Pools, Inc.**

I, the undersigned incorporator, here make, acknowledge and file these Articles of Incorporation for the purpose of becoming a Corporation under the laws of the State of Florida.

I. Name

The name of the Corporation shall be Breeze Pools, Inc.

II. Purpose

The general purpose for which this corporation is organized is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

III. Authorized Shares

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock to be so issued.

IV. Terms of Existence

The Corporation shall exist perpetually until dissolved according to law.

V. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be:

3233 Gulf Breeze Parkway
Gulf Breeze, FL 32563

The principal office of this Corporation shall be:

3233 Gulf Breeze Parkway
Gulf Breeze, FL 32563

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The name and initial Registered Agent of this Corporation and his address shall be:

Mark R. Hellein
5648 East Bay Boulevard
Gulf Breeze, FL 32563

VI. The Board of Directors

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) Director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the ByLaws of the Corporation.

VII. Directors - Names and Street Addresses

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Mark R. Hellein
5648 East Bay Boulevard
Gulf Breeze, FL 32563

VIII. Incorporator

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Mark R. Hellein
5648 East Bay Boulevard
Gulf Breeze, FL 32563

IX. Special Provisions

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation for creating, defining, limiting, and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation as directors, officers or otherwise.

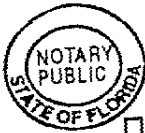
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Gulf Breeze, Florida, for the uses and purposes aforesaid, this 31st day of January, 2003.


Mark R. Hellein

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME personally appeared Mark R. Hellein, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Gulf Breeze, Florida, this 31st day of January, 2003.



KRISTINA M. CLARKSON
My Comm. Exp. 8-9-2003
DD 048653

☐ Personally Known

☒ Other I.D.

Sign: 

Printed name: Kristina M. Clarkson

NOTARY PUBLIC - State of Florida

My Commission Expires: 8/9/2003

My Commission Number: DD 048653

**Designation and acceptance
of
Registered Agent
of
Breeze Pools, Inc.**

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TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, Breeze Pools, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 3233 Gulf Breeze Parkway, Gulf Breeze, FL 32563, has named Mark R. Hellein, located at 5648 East Bay Boulevard, Gulf Breeze, Florida, 32563, as its Registered Agent to accept service of process within this State.

By: 

Mark R. Hellein - Incorporator

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of the State of Florida applicable thereto.

By: 

Mark R. Hellein - Registered Agent